

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

> **TEMPORARY** FORM D

3235-0076 OMB Number: Expires: September 30, 2008 Estimated average burden hours per response. . . . 4.00

SEP 2 9 2008

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D,

PROCESSE

	108		CTION 4(6), AND HITED OFFERING			CT 0 7 2008
Name of Offering Units of JumpTV Inc.	(check if this is	an amendment and nam	e has changed, and indi	cate change.)	THON	ISON REUTERS
Filing Under (Check box(es) that apply): New Filing	Rule 504 Amendment	Rule 505	⊠ Rule 50	06 ☐ Section	4(6) ULOE
		A. BA	SIC IDENTIFICATIO	N DATA		
JumpTV Inc.	(check if this is	an amendment and nam				
Address of Executive Office 463 King St. West, 3rd Fl., T		Nun NADA M5V 1K4	nber and Street, City, Sta	ate, Zip Code)	Telephone Numbe (416) 368-6464	
Address of Principal Busine (if different from Executive	ss Operations		nber and Street, City, Sta	ate, Zip Code)	Telephone Numbe	08060332
Brief Description of Busines	ss To broade	ast live and on-dema	nd sports and internat	ional television	content over the i	nternet.
Type of Business Organization ☐ corporation		ed partnership, already	formed	other (please s	pecify):	
business trust	☐ limit	ed partnership, to be for		V -		
Actual or Estimated Date of Jurisdiction of Incorporation		Enter two-letter U.S. Po	Month 0 1 stal Service abbreviation ada; FN for other foreign	n for State:	Actual E	stimated
CFR 239.500) only to iss paper format on or after 5 using Form D (17 CFR 2 requirements of § 230.50 Federal:	suers that file with September 15, 206 39.500) but, if it of 3T.	the Commission a no 08 but before March does, the issuer must	otice on Temporary F 16, 2009. During that file amendments usin	orm D (17 CF) period, an issu g Form D (17 (R 239.500T) or an a er also may file in CFR 239.500) and a	filed isntead of Form D (17 amendment to such a notice in paper format an initial notice otherwise comply with all the
seq. or 15 U.S.C. 77d(6). When to File: A notice Securities and Exchange address after the date on Where to File: U.S. Sec Copies Required: Two must be a photocopy of the Information Required:	must be filed no Commission (SE which it is due, or urities and Exchar(2) copies of this he manually signed A new filing must mation requested of filed with the SE	later than 15 days a EC) on the earlier of in the date it was mailed nge Commission, 100 notice must be filed at copy or bear typed t contain all informat in Part C, and any m	fter the first sale of s the date it is receive ed by United States re F Street, N.W., Was with the SEC, one of or printed signatures, ion requested. Amend	ecurities in the d by the SEC egistered or cer hington, D.C. which must be dments need or	e offering. A notice at the address give tified mail to that a 20549. The manually signed.	etion 4(6), 17 CFR 230.501 et is deemed filed with the U.S. in below or, if received at that ddress. The copy not manually signed of the issuer and offering, any ed in Parts A and B. Part E and

proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

- ATTENTION Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the

> Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 of 9

SEC 1972 (9-08)

A. BASIC IDENTIFICATION DATA										
2. Enter the information requested for the following:										
 Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities 										
 Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and 										
 Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. 										
Each general and managing partner of partnership issuers.										
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner										
Full Name (Last name first, if individual)										
Paterson, G. Scott										
Business or Residence Address (Number and Street, City, State, Zip Code)										
463 King St. West, 3rd Fl., Toronto, Ontario, CANADA M5V 1K4										
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner										
Full Name (Last name first, if individual) Anderson, John										
Business or Residence Address (Number and Street, City, State, Zip Code)										
463 King St. West, 3rd Fl., Toronto, Ontario, CANADA M5V 1K4										
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner	<u>.</u>									
Full Name (Last name first, if individual)										
Amin, Mark										
Business or Residence Address (Number and Street, City, State, Zip Code)										
463 King St. West, 3 rd Fl., Toronto, Ontario, CANADA M5V 1K4										
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner										
Full Name (Last name first, if individual)										
Marvis, Curt										
Business or Residence Address (Number and Street, City, State, Zip Code)										
463 King St. West, 3 rd Fl., Toronto, Ontario, CANADA M5V 1K4										
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner	·									
Full Name (Last name first, if individual)										
Battista, Gabriel										
Business or Residence Address (Number and Street, City, State, Zip Code)										
463 King St. West, 3rd Fl., Toronto, Ontario, CANADA M5V 1K4										
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Managing Partner										
Full Name (Last name first, if individual)										
Fidelity Management and Research Company										
Business or Residence Address (Number and Street, City, State, Zip Code)										
82 Devonshire Street, Boston, MA 02109-3605										
(Use blank sheet, or copy and use additional copies of this sheet, as necessary)										

B. INFORMATION ABOUT OFFERING		
	Yes	No
1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?		Ø
Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual?	\$	
	Yes	No
3. Does the offering permit joint ownership of a single unit?		
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. NOT APPLICABLE	is er	
Full Name (Last name first, if individual)		
Business or Residence Address (Number and Street, City, State, Zip Code)		<u> </u>
Name of Associated Broker or Dealer		
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers		
(Check "All States" or check individual States)] All Sta	ates
AL AK AZ AR CA CO CT DE DC FL GA HI		ID
IL IN IA KS KY LA ME MD MA MI MN MS		МО
MT NE NV NH NJ NM NY NC ND OH OK OR		PA
RI SC SD TN TX UT VT VA WA WV WI WY		PR
KI SC SD IN IX OI VI VA WA WY		
Full Name (Last name first, if individual)		
Business or Residence Address (Number and Street, City, State, Zip Code)		
Name of Associated Broker or Dealer		
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	□ All St	ates
(Check All States of check individual states)		
AL AK AZ AR CA CO CT DE DC FL GA HI	_	ID
IL IN IA KS KY LA ME MD MA MI MN MS	J L	МО
MT NE NV NH NJ NM NY NC ND OH OK OR		PA
RI SC SD TN TX UT VT VA WA WV WI WY		PR
Full Name (Last name first, if individual)		
Business or Residence Address (Number and Street, City, State, Zip Code)		
Name of Associated Broker or Dealer		
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	Il States	
(Check 7th battes of check marriage states)		ID
		мо
		PA
RI SC SD TN TX UT VT VA WA WV WI WY	_ L	PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\subseteq \) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	\$0.00	\$0.00
	Equity		\$0.00
	☐ Common ☐ Preferred	<u> </u>	
	Convertible Securities (including warrants)	\$ 252.947	\$0.00
	Partnership Interests		\$0.00
	Other (Specify)		\$0.00
	Total	\$38,648,789*	\$0.00
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	. 0	\$0.00
	Non-Acredited Investors	-	\$0.00
	Total (for filings under Rule 504 only)	. N/A	\$ N/A
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C—Question 1.	Type of	Dollar
	Type of Offering	Security	Amount Sold
	Rule 505	N/A	\$ N/A
	Regulation A	N/A	\$ N/A
	Rule 504	N/A	\$ N/A
	Total	N/A	\$ N/A
4.		1971	<u> </u>
	Transfer Agent's Fees		\$0.00
	Printing and Engraving Costs		\$ 16,000
	Legal Fees	_	\$400,000
	Accounting Fees		\$100,000
	Engineering Fees	_	\$0.00
	Sales Commissions (specify finders' fees separately)		\$0.00
	Other Expenses (identify)		\$0.00
	Total	_	\$516,000*
	1 Utat	Z	4910,000

^{*} Estimated for purposes of this Form D only.

	C. OFFERING PRICE, NUM	BER OF INVESTORS, EXPENSES AND USE OF	PRC	CEEDS	
	b. Enter the difference between the aggregate offer 1 and total expenses furnished in response to Part C gross proceeds to the issuer."	ring price given in response to Part C — Question C — Question 4.a. This difference is the "adjusted		·	\$38,132,789
5.		ourpose is not known, furnish an estimate and check the payments listed must equal the adjusted gross			
				Payments to Officers, Directors & Affiliates	Payments to Others
	Salaries and fees		\boxtimes	\$0.00	∑ \$ 0.00
	Purchase of real estate		\boxtimes	\$0.00	\$0.00
	Purchase, rental or leasing and installation of n	nachinery and equipment	\boxtimes	\$0.00	∑ \$ 0.00
	Construction or leasing of plant buildings and	facilities	⋈	\$0.00	∑ \$0.00
	Acquisition of other businesses (including the offering that may be used in exchange for the a pursuant to a merger)	value of securities involved in this assets or securities of another issuer	⊠	\$0.00	∑ \$0.00
	Repayment of indebtedness		\boxtimes	\$0.00	\$0.00
	Working capital		\boxtimes	\$38,132,789	∑ \$0.00
	Other (specify): Investment Capital				
			\boxtimes	\$0.00	∑ <u>\$</u>
			\boxtimes	\$38,132,789	\$0.00
	Total Payments Listed (column totals added)			⋈ \$38,	132,789
		D. FEDERAL SIGNATURE			
sign: nfo	issuer has duly caused this notice to be signed by the sture constitutes an undertaking by the issuer to furnmation furnished by the issuer to any non-accredited ter (Print or Type)	ne undersigned duly authorized person. If this notice nish to the U.S. Securities and Exchange Commissio investor pursuant to paragraph (b)(2) of Rule 502.	is fi	led under Rule on written req	505, the following the staff, the
195	JumpTV Inc.	Signatur		1	26-2009
Na	ne of Signer (Print or Type)	Title of Signer (Print or Type)		<u></u>	
	G. Scott Paterson	Executive Chair	man		

1.	Is any party described in 17 C.F.R. 230.262 presently subj provisions of such rule?				Yes	No
	See Appendix,	Column 5, for state response.				
2.	The undersigned issuer hereby undertakes to furnish to ar (17 C.F.R. 239.500) at such times as required by state law	-	ate in which this not	ice is filed a notic	e on F	orm D
3.	The undersigned issuer hereby undertakes to furnish to the offerees.	e state administrators, upon wri	tten request, informa	ation furnished by	the iss	uer to
4.	The undersigned issuer represents that the issuer is famili- Offering Exemption (ULOE) of the state in which this exemption has the burden of establishing that these condit	notice is filed and understand				
	ner has read this notification and knows the contents to be the horized person.	rue and has duly caused this no	otice to be signed or	n its behalf by the	e under	signed
Issuer (1	Print or Type) JumpTV Inc.	Signature		Date 09-Z	6 - T	2008
Name (I	Print or Type)	Title (Print or Type)				

Executive Chairman

E. STATE SIGNATURE

Instruction

G. Scott Paterson

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

					PENDIX pTV Inc.				
1		2	3	Juir	ipi v inc.	4			5 ification
	non-ac investor	to sell to credited s in State -Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)				
State	Yes	No	Units of JumpTV Inc.	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
AL									
AK		<u> </u>							П
AZ							·		
AR									
CA									
СО					· · · · · · · · · · · · · · · · · · ·				
СТ									
DE									
DC									
FL									
GA									
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ні									
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MD									
MA									
MI					·				
MN									
MS									

			· · · · · · · · · · · · · · · · · · ·		PENDIX pTV Inc.				
1	Intend to non-accordinvestors	to sell to credited s in StateItem 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		4				ification ate ULOE , attach ation of granted) -Item 1)
State	Yes	No	Units of JumpTV Inc.	Number of Accredited Investors	Amount	Number of Non- Accredited Investors	Amount	Yes	No
MO			Jumpi v Inc.	Investors	Amount	Investors	ramount		
МТ									
NE									
NV									
NH									
NJ									
NM									
NY									
NC									
ND									
ОН									
ОК									
OR									
PA									
RI									
SC									
SD									
TN									
TX					,				
UT									
VT			:						
VA							<u> </u>		
VI									
WA									
WV									
WI									

·				AP	PENDIX						
			<u>,</u>	Jum	pTV Inc.						
1	2	2	3	4 5 Disqualifi			4				
			Type of security								
	Intend t	o sell to	and aggregate								
		credited	offering price		Type of investor and explanation						
	investor		offered in state	amount purchased in State				waiver granted)			
	(Part B-	-Item 1)	(Part C-Item 1)		(Part C-Item 2)				-Item 1)		
						Number of			•		
				Number of		Non-		,			
			Units of	Accredited		Accredited		_ <i>.</i>			
State	Yes	No	JumpTV Inc.	Investors	Amount	Investors	Amount	Yes	No		
WY											
PR											

